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Apr 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P96000021017 (4)

1. Corporation Name
MINERA MASVIDAL, INC.

Principal Place of Business 19 WEST FLAGLER ST BISCAYNE BUILDING SUITE 416 MIAMI FL 33130 US	Mailing Address P.O. BOX 143557 CORAL GABLES FL 33114-3557 US
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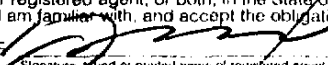


DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 11105 S.W. 133 CT		2a. Mailing Address		3. Date Incorporated or Qualified 03/07/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number APPLIED FOR	
22. City & State MIAMI, FLA		27. City & State		5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	
23. Zip 33186		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Country U.S.		29. Country		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent DIAZ-MASVIDAL, ALBERTO 19 WEST FLAGLER, BISCAYNE BUILDING SUITE 416 MIAMI FL 33130		10. Name and Address of New Registered Agent 81 Name DIAZ MASVIDAL ALBERTO 82 Street Address (P.O. Box Number is Not Acceptable) 11105 S.W. 133 CT 83 84 City MIAMI FL 85 Zip Code 33186	
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE  ALBERTO DIAZ MASVIDAL 4/20/98
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PSD DIAZ-MASVIDAL, ALBERTO 19 W FLAGLER ST, SUITE 414 MIAMI FL 33130	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	PSD C.E.O. DIAZ MASVIDAL ALBERTO 11105 S.W. 133 CT MIAMI, FLA, 33186
TITLE NAME STREET ADDRESS CITY - ST - ZIP		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  ALBERTO DIAZ MASVIDAL 4/20/98 (305) 388-6400

CR2E034 (10/97)